

**COUNTY OF LOUDOUN**

**DEPARTMENT OF BUILDING AND DEVELOPMENT**

**ZONING ADMINISTRATION REFERRAL**



**DATE:** April 24, 2009

**TO:** Mike Elabarger, Project Manager, Department of Planning

**THROUGH:** Marilee L. Seigfried, Deputy Zoning Administrator

**FROM:** Amy Lohr, Planner, Zoning Administration

**CASE NUMBER & NAME:** ZCPA 2008-0006, University Center - Parcel F, 2<sup>nd</sup> Referral

**TAX MAP/PARCEL NUMBER (PIN):** /63/E20/////A/ (039-35-6244)  
/63/E20/////B/ (039-35-4802)

Staff has reviewed the second submission of the referenced **zoning concept plan amendment (ZCPA)** application to include the materials identified on the transmittal sheet dated March 25, 2009 (attached). The subject parcels are zoned Planned Development-Research and Development Park (PD-RDP) under the 1972 Loudoun County Zoning Ordinance. The following issues have been identified.

**A. CRITICAL ISSUES**

No critical issues were identified during this review.

**B. OTHER ISSUES**

**ZCPA Plat Comments:**

1. On sheet 2, label the individual parcels that make up Parcel F.
2. Amendments are no longer proposed to sheets 7 and 8. Therefore, staff finds it confusing that these sheets are included in the ZCPA plan set and suggests they be removed. (Prior comments B.4. and B.8.)
3. Staff consulted the County Attorney's office regarding the proposed inclusion of 1.67 acres of land located in the Presidential Drive right-of-way with this application. This area cannot be included in the ZCPA without consent of the Board of Supervisors. Please obtain such consent, or revise the limits of the ZCPA on sheets 1, 2, 4, 6, and 9 to include only the subject parcels. If the limits are revised, also change the stated acreage of the ZCPA area to 19.56 acres on sheets 3 and 6. (Prior comment B.6.)
4. On sheets 3—6, at the matchline, the note reads "Matchline Sheet 5 of 12," which is not accurate. Correct all matchline information on these sheets or adjust the layout so that the information can be contained on one sheet, rather than two.

**Proffer Comments:**

5. In paragraph 1 of the introduction, line 3, ensure that the stated acreage agrees with the figure in the ZCPA plan set and the statement of justification. (Prior comment B.6.)
6. In paragraph 2 of the introduction, lines 5 and 6, staff suggests deleting the phrase “for University Center (the ‘Original Proffers’).”
7. In paragraph 3 of the introduction, lines 3 and 6, staff suggests changing “the Original Proffers” to “ZCPA 2006-0005.”
8. In regard to proffer 1., line 1, staff suggests changing “the Original Proffers” to “ZCPA 2006-0005.”
9. In regard to proffer 1., line 3, staff suggests inserting the phrase “for ZCPA 2006-0005” following the word “Plan.”
10. In regard to proffer 1., line 4, staff suggests inserting the phrase “for ZCPA 2008-0006” following the word “Plan.”

A-02

**COUNTY OF LOUDOUN**  
**DEPARTMENT OF BUILDING AND DEVELOPMENT**  
**ZONING ADMINISTRATION REFERRAL**

**DATE:** February 20, 2009

**TO:** Mike Elabarger, Project Manager, Department of Planning

**THROUGH:** Marilee L. Seigfried, Deputy Zoning Administrator

**FROM:** Amy Lohr, Planner, Zoning Administration

**CASE NUMBER & NAME:** ZCPA 2008-0006, University Center - Parcel F

**TAX MAP/PARCEL NUMBER (PIN):** /63/E20/////A/ (039-35-6244)  
/63/E20/////B/ (039-35-4802)

Staff has reviewed the referenced **zoning concept plan amendment (ZCPA)** application to include the materials identified on the transmittal sheet dated January 6, 2009 (attached). The subject parcels are zoned Planned Development-Research and Development Park (PD-RDP) under the 1972 Loudoun County Zoning Ordinance. The following issues have been identified.

**A. CRITICAL ISSUES**

No critical issues were identified during this review.

**B. OTHER ISSUES**

1. The statement of justification (p. 2) states, "no reason has been determined for the 60-foot building height restriction on the majority of Parcel F." Staff notes that the Design and Development Guidelines for University Center specifically address the relationship of Parcel F to the University Mall – Lower Section and the intent to establish a visual corridor. Staff suggests the applicant review said Guidelines and revise the statement of justification accordingly.
2. Staff encourages the inclusion of adjacent parcels H1, H2 and P to this application to provide a comprehensive change to the building height in this area. Has the applicant had any contact with the adjoining properties regarding a joint application?

**ZCPA Plat Comments:**

3. On sheets 2 and 8, the area included in ZCPA 2008-0006 is denoted in blue and the Presidential Drive right-of-way is not included. This is also consistent with the vicinity

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map on sheet 1. However, on sheets 3, 6, 7 and 9—11, Presidential Drive is included in the area of the ZCPA. Ensure that the area of the ZCPA is consistently shown throughout the plan set.

4. Sheets 7 and 8 amend note 4 concerning density distribution. Staff does not see the need for revision to note 4, as the density distribution table is not being amended. Also see comment B.8 below.
5. On sheet 9, it is difficult to distinguish between parcels F and H where both parcels have an 85-foot height maximum. Clarify the limits of Parcel F.

**Proffer Comments:**

6. In paragraph 1 of the introduction, line 3, review the stated area of 21.23 acres. County Records indicate the total acreage owned by the applicant is 19.56 acres. Staff suggests consultation with the County Attorney's office regarding whether the future area to be vacated can be subject to this ZCPA, as has been proposed.
7. In paragraph 2 of the introduction, staff does not understand why the proffers of the previous applications are noted as applicable when the proffers of ZCPA 2006-0005 superseded and replaced any and all existing proffers pertaining to the property. Please review ZCPA 2006-0005 and revise paragraph 2 accordingly.
8. In regard to proffer 1., staff does not understand why sheets 7, 8 and 10—12 are being re-proffered. Only Sheet 9 pertains to building height and it would seem that only this sheet requires revision.
9. Proffer 12 of ZCPA 2006-0005 requires the property to adhere to the Design and Development Guidelines recorded at Deed Book 1091, Page 1587. Staff notes that these guidelines specifically reiterate the height criteria for Parcel F (p. 1693). Staff suggests this discrepancy be eliminated by amending the Design and Development Guidelines.

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## **Mike Elabarger - University Center, Parcel F, ZCPA 2008-0006**

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**From:** Kelly Williams  
**To:** Elabarger, Mike  
**Date:** 4/16/2009 2:38 PM  
**Subject:** University Center, Parcel F, ZCPA 2008-0006  
**CC:** Keegan, Cynthia

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Mike,

I have no comments on the second submission of this application. Please refer to my first referral dated February 23, 2009 which recommended approval of this application.

Kelly

Kelly Williams  
Planner, Community Planning  
1 Harrison Street, 3rd Floor  
P.O. Box 7000  
Leesburg, VA 20177-7000  
Phone (703) 771-5496  
Fax (703) 777-0441

A-05

**County of Loudoun**  
**Department of Planning**  
**MEMORANDUM**

**DATE:** February 23, 2009  
**TO:** Mike Elabarger, Project Manager, Land Use Review  
**FROM:** Kelly Williams, Planner, Community Planning

**SUBJECT: ZCPA 2008-0006, University Center, Parcel F**

**BACKGROUND**

The applicant, MRP/TBG Associates, LLC, is requesting a Zoning Concept Plan Amendment to revise the proffered maximum building height of 60 feet to 85 feet for Parcel F. The current zoning of the property is PD-RDP (Planned Development-Research and Development Park) and is administered under the 1972 Zoning Ordinance.

The overall University Center development, approximately 317 acres, was originally zoned PD-RDP by ZMAP 86-29. Since that time, portions of University Center have been revised to change the proposed non-residential square footage, revise proffers and add residential units.

Parcel F of the University Center, which consists of approximately 19.56 acres, is located on northeast corner of Route 7 and Loudoun County Parkway. The parcel is bounded on the north by George Washington Boulevard. Parcel F is subject to the CDP and proffers approved with ZCPA 2006-0005. The maximum development for parcel F is limited to 0.3 FAR.

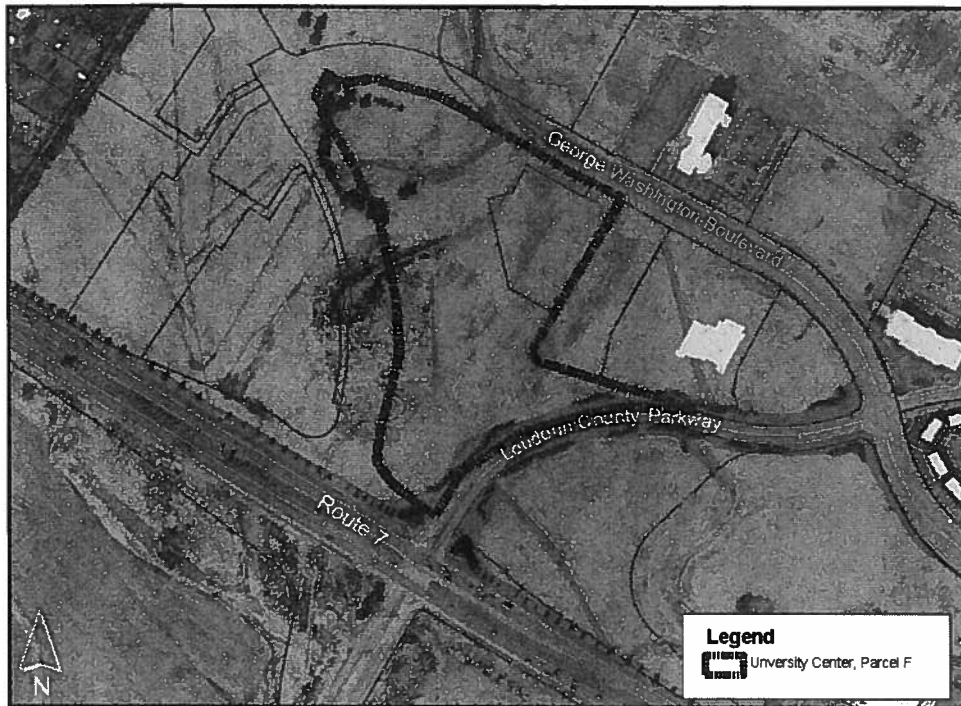
A review of County GIS records indicate that there may be wetlands present on the subject property.

**COMPLIANCE WITH THE COMPREHENSIVE PLAN**

The property is located in the Ashburn Community of the Suburban Policy Area and is specifically governed by the land use policies of the Revised General Plan. The Revised Countywide Transportation Plan (CTP), and the Bicycle and Pedestrian Mobility Master Plan (Bike/Ped Plan) also apply.

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### Vicinity Map



### LAND USE

The Revised General Plan identifies the site as suitable for Keynote Employment uses (Revised General Plan, Chapter 7, Planned Land Use Map). Keynote Employment Centers are intended to be "100-percent premier office or research-and-development centers supported by ancillary retail and personal services for employees" (Revised General Plan, Chapter 6, Keynote Employment Center Policies, text). Keynote Employment Centers are described as areas that "have high visibility along major corridors, their structures accented with heavily landscaped greens and tree-lined boulevards, and reflect the County's growing prominence as a global crossroads for business" (Revised General Plan, Chapter 6, Keynote Employment Center Policies, text). Keynote Employment developments normally will maintain larger front and side yards to permit extensive landscaping and design features to accentuate the larger-scale buildings (Revised General Plan, Chapter 11, Light Industrial and Regional Office Design Guidelines, text). In Keynote Employment areas the buildings should remain the prominent feature. The overall appearance and design concept of the development should relate to the dominant corporate image of the surrounding Keynote Employment and Business Centers in the area.

This application proposes to eliminate a building height restriction that was placed on Parcel F of the University Center as part of the original 1986 rezoning. It is proposed

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**County of Loudoun**  
**Office of Transportation Services**  
**MEMORANDUM**

**DATE:** April 20, 2009  
**TO:** Mike Elabarger, Project Manager, Planning Dept.  
**FROM:** George Phillips, Senior Transportation Planner  
**SUBJECT:** ZCPA 2008-0006, University Center, Second Referral  
**LOCATION:** North-west quadrant of the Route 7/Route 607 (Loudoun County Parkway) intersection within University Center

**Background**

In response to initial OTS comments dated March 5, 2009, the applicant has provided a response letter, statement of justification and proffer statement dated March 20, 2009. In addition the applicant has provided a revised concept plan dated March 13, 2009 by Urban, Ltd. Discussed below is the original OTS comment, the applicant's response and whether the issue has been adequately addressed.

**Transportation Comments**

1. In order to understand the approved development traffic, it would be helpful for the applicant's traffic consultant to provide the estimated trip generation for the approved uses on Parcel F. Also, OTS staff wants to understand how increasing the proposed building heights would not result in increased traffic. **The applicant notes that the trip generation uses on Parcel F have not changed from any prior approvals. The applicant notes that the change in height will not change overall development density approved for Parcel F because the permitted density is not being amended and, therefore, that trip generation is not relevant to the changes in height. Issue adequately clarified and addressed.**
2. What is the status of extending Riverside Parkway to the west beyond George Washington Boulevard to the northwest corner of Parcel F? Also, where exactly will the entrances be provided to serve Parcel F? For example, are entrances proposed via Presidential Drive? Please clarify. **The applicant notes that the section of George Washington Boulevard between Highland Vista Drive and Parcel E has been constructed and is awaiting bond release. The entrances are shown to access George Washington Boulevard. Issue addressed.**

**Recommendation**

Based on the applicant's latest responses, the Office of Transportation Services would not object to the approval of this application.



**County of Loudoun**  
**Office of Transportation Services**  
**MEMORANDUM**

**DATE:** February 24, 2009

**TO:** Mike Elabarger, Project Manager, Planning Dept.

**THROUGH:** Art Smith, Senior Coordinator, OTS *AS*

**FROM:** George Phillips, Senior Transportation Planner *GP*

**SUBJECT:** ZCPA 2008-0006, University Center *PARCEL F*

**LOCATION:** North side of the Route 7/Route 607 (Loudoun County Parkway)  
intersection within University Center (See Attachment 1)

**Background**

The applicant is seeking a Zoning Concept Plan amendment to increase the proffered building heights on Parcel F from 60 feet to 85 feet. The applicant has submitted a traffic memorandum dated September 9, 2008 by Gorove/Slade Associates, Inc., a concept plan dated September, 2008 by Urban, Ltd., draft proffers and a statement of justification dated December 4, 2008.

**Existing and Proposed Road Network**

The site is located on the north side of the Route 7/Loudoun County Parkway in the University Center development. Based on a recent field visit by Transportation staff it is served by the following facilities:

- Route 7 is a six-lane median divided major arterial road with right and left turn lanes and a traffic signal at the intersection with Loudoun County Parkway. It also includes a fourth eastbound lane east of its intersection with George Washington Boulevard east of this interchange. It includes a 55-mph speed limit and, based on the latest available (2007) VDOT traffic data, carries 83,000 daily vehicle trips. A more recent ADT traffic estimate is requested from the applicant's traffic consultant. The Countywide Transportation Plan (CTP) calls for Route 7 to be a six lane limited access road with grade separated interchanges including an interchange with the Loudoun County Parkway. The Board of Supervisors has selected the single point

urban diamond as the interchange type to be constructed. Clearing and grading have already begun and completion is anticipated in 2010.

- Route 607 (Loudoun County Parkway/Presidential Drive) is a four lane divided road on the north approach of the Route 7/Loudoun County Parkway intersection. South of Route 7, the Loudoun County Parkway is now also a four lane divided road. Because the road segment between Route 7 and Smiths Switch Road was recently reopened from construction to four lanes, no current VDOT traffic count data is available. Based on existing traffic in this area and anticipated development, the traffic on this road is expected to be significant. The CTP calls for 120 feet of right of way plus additional land for turn lanes and the planned interchange. A portion of this road is to be part of a planned extension to Riverside Parkway west of University Center which is planned as a six lane divided road.
- Riverside Parkway, is currently constructed as a four lane undivided minor collector road between Research Place and its current terminus at Broad Vista Terrace. The CTP calls for Riverside Parkway to tie into Riverside Parkway to the west and to extend south of Research Place, bridge over Route 7 and tie into Russell Branch Parkway as a four lane undivided road within 90 feet of right-of-way. No specific count data was available from VDOT or the applicant's traffic study on this road. A previous Gorove Slade study from 2003 indicated 2,300 daily vehicle trips on the segment north of George Washington Boulevard and less than 100 daily vehicles south of George Washington Boulevard based on peak hour traffic factored to daily traffic. Bicycle accommodations are also to be considered in the design and may require additional right-of-way.
- George Washington Boulevard is constructed as a four lane and six lane divided road within the site. From Presidential Drive, it extends east and south to Route 7 opposite Richfield Way which includes a signal. It also extends north west of Presidential Drive, tapering down to a two-lane road which terminates into a residential development. Based on the factored peak hour information from a recent Wells & Associates study, traffic is estimated at approximately 8,000 daily vehicle trips immediately north of Route 7 and approximately 6,500 daily vehicle trips north of Research Place. This road is not currently included in the CTP for improvement.

### **Trip Generation Information**

The applicant's traffic memorandum notes that there will be no change in the approved site access and there will be no change to the approved density on Parcel F. Thus, according to the applicant, there will be no change in traffic volume projections, as compared to the previously approved plan.

### **Transportation Comments**

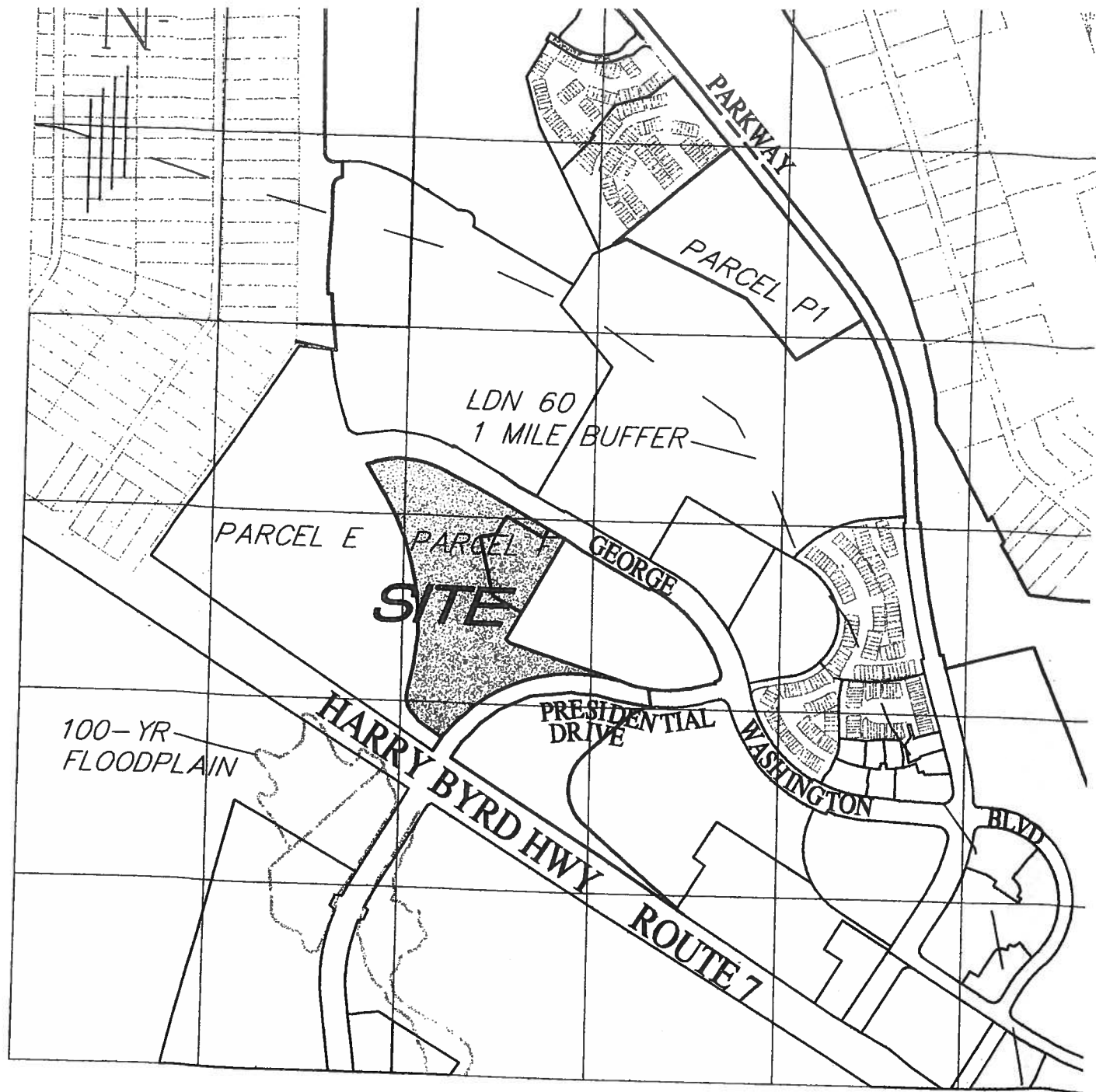
1. In order to understand the approved development traffic, it would be helpful for the applicant's traffic consultant to provide the estimated trip generation for the approved uses on Parcel F. Also, OTS staff wants to understand how increasing the proposed building heights would not result in increased traffic.
2. What is the status of extending Riverside Parkway to the west beyond Highland Vista Drive to the north west corner of Parcel F? Also, where exactly will the entrances be provided to serve Parcel F? For example, are entrances proposed via Presidential Drive? Please clarify.

### **Recommendation**

The Office of Transportation Services has no recommendation at this time. Additional trip generation information and clarification is needed along with the clarification of access points. Transportation staff is available to further discuss these issues with the applicant.

GRP/C Drive/University Center/ZCPA 2008-0006.

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SCALE: 1" = 1000'



# COMMONWEALTH of VIRGINIA

DAVID S. EKERN, P.E.  
COMMISSIONER

## DEPARTMENT OF TRANSPORTATION

14685 Avion Parkway  
Chantilly, VA 20151  
(703) 383-VDOT (8368)

February 20, 2009



Mr. Mike Elabarger  
County of Loudoun  
Department of Planning MSC#62  
1 Harrison Street, S.E.  
P.O. Box 7000  
Leesburg, Virginia 20177-7000

Re: University Center Parcel F  
Loudoun County Application Number ZCPA 2008-0006

Dear Mr. Elabarger:

We have reviewed the above application as requested in your January 6, 2009 transmittal (received January 12, 2009). We have no comments on the proposed increase in allowable building height on Parcel F.

If you have any questions, please call me at (703) 383-2424.

Sincerely,

Thomas B. VanPoole, P.E.  
Senior Transportation Engineer



Loudoun County, Virginia  
**Department of Fire, Rescue and Emergency Management**

803 Sycolin Road, Suite 104 Leesburg, VA 20175  
Phone 703-777-0333 Fax 703-771-5359



## Memorandum

**To:** Mike Elabarger, Project Manager *Maia*  
**From:** Maria Figueroa Taylor, Fire-Rescue Planner  
**Date:** March 4, 2009  
**Subject:** University Center  
ZCPA 2008-0006

Thank you for the opportunity to review the above captioned application. The Fire and Rescue Planning Staff, in agreement with the Fire Marshal's Office, has no objection to the application as presented.

The Fire-Rescue GIS and Mapping coordinator offered the following information regarding estimated response times:

Project name	Ashburn VFRC Station Response Times
University Center	8 minutes, 30 seconds Ashburn St 6 7 minutes, 17 seconds Lansdowne St 22

The Travel Times for each project were calculated using ArcGIS and Network Analyst extension to calculate the travel time in minutes. To get the total response time another two minutes were added to account for dispatching and turnout. This assumes that the station is staffed at the time of the call. If the station is unoccupied another one to three minutes should be added.

If you have any questions or need additional information, please contact me at 703-777-0333.

c: Project file

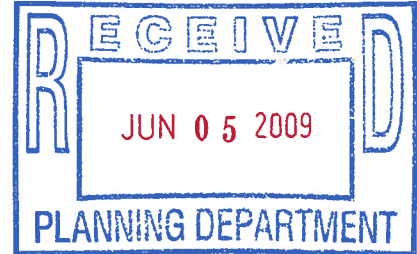
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## UNIVERSITY CENTER – PARCEL F

### ZONING CONCEPT PLAN AMENDMENT APPLICATION

#### STATEMENT OF JUSTIFICATION

October 8, 2008  
Revised December 4, 2008  
Revised March 16, 2009  
Revised June 4, 2009



#### I. INTRODUCTION

MRP/TBG Associates LLC (the "Applicant") is the owner of two parcels of land in the University Center development. The parcels flank the Loudoun County Parkway north of Route 7. The Applicant seeks approval of a Zoning Concept Plan Amendment ("ZCPA") on these two parcels, which comprise Parcel F of University Center ("Parcel F"), to increase the maximum allowable building height from 60 feet to 85 feet.

Parcel F, at the critical intersection of Route 7 and the Loudoun County Parkway, sets the tone for the employment corridors along those important routes. Taller heights, consistent with premier office development and the heights permitted across the street at One Loudoun, are not only appropriate but necessary at this location.

#### II. LOCATION AND EXISTING APPROVALS

University Center consists of a total of 317.41 acres and was originally created by ZMAP 86-29. Subsequently, approvals for University Center were revised by ZMAP 1992-0004, ZCPA 1992-0009, ZMAP 1993-0001, ZCPA 1993-0004, ZCPA 2000-0009, and ZCPA 2006-0005. The Concept Development Plan ("CDP") and proffers associated with University Center were most recently modified under ZCPA 2006-0005, approved on May 20, 2008, which supersedes and replaces all previous approvals for the site. Under the current approvals, a maximum of 2,206,019 square feet of non-residential space may be built at University Center.

There are currently a number of existing structures at University Center, including buildings associated with the George Washington University Virginia campus, the Northern Virginia Criminal Justice Academy, ITT Industries, and several multifamily and townhouse developments. The development also includes a public use site dedicated to Loudoun County and several ballfields.

Parcel F is located in the northeastern quadrant of the intersection of Loudoun County Parkway and Route 7 and is more particularly identified as Tax Map 63 ((E20)), Parcel A (MCPI# 039-35-6244) and Tax Map 63 ((E20)), Parcel B (MCPI# 039-35-4802). Parcel F covers an area of 19.56 acres and is zoned Planned Development – Research and Development Park ("PD-RDP") under the 1972 Loudoun County Zoning Ordinance. It is subject to the CDP



and proffers approved with ZCPA 2006-0005. The maximum development permitted on Parcel F is 0.3 FAR.

### **III. PROPOSAL**

Per Section 725.5(d) of the 1972 Zoning Ordinance, the by-right maximum building height in the PD-RDP Zoning District is 85 feet. However, the University Center CDP and the Design and Development Guidelines limit the building height on the majority of Parcel F to 60 feet. The Applicant believes that the 60-foot height limit is no longer consistent with the County's vision for the Route 7 and Loudoun County Parkway corridors, as outlined in the Revised General Plan.

The Applicant seeks an increase in the permitted building height on Parcel F to the 85-foot height limit established by the 1972 Zoning Ordinance. This will (a) allow the development of high-quality commercial buildings adjacent to Route 7 and Loudoun County Parkway, (b) allow the Property to better conform to the County's Keynote Employment land use designation, and (c) assist Loudoun County Parkway and Route 7 to become important employment corridors.

The proposed increase in building height on Parcel F will also assist the Applicant in developing buildings with higher-quality construction and will allow the provision of parking spaces needed to achieve the permitted density on the Property, thereby increasing the County's tax base. The Applicant is not seeking any increase in the overall density permitted in the ZCPA area or on Parcel F.

### **IV. COMPREHENSIVE PLAN**

The Property is within the Suburban Policy Area of the Loudoun County Revised General Plan and is planned as a Keynote Employment Center. Keynote Employment Centers encourage premier office or research and development uses, with an emphasis on the visibility of such developments from major corridors. Preferred locations for Keynote Employment Centers are the Dulles Greenway, a portion of Route 28, and Route 7, where University Center is located.

According to the Revised General Plan, "Keynote Employment centers have high visibility along major corridors, their structures accented with heavily landscaped greens and tree-lined boulevards, and reflect the County's growing prominence as a global crossroads for business." An increase in the permitted height for Parcel F from 60 feet to 85 feet would further the goals of the Revised General Plan by emphasizing the visibility of the development from Route 7 and creating structures that would attract premier tenants looking for space that is visible from major transportation corridors.

### **V. PROFFERS**

The proposed revision to Sheet 9 of the Concept Development Plan for ZCPA 2006-0005 will require a minor revision to Proffer 1 of the proffers approved with ZCPA 2006-0005. This

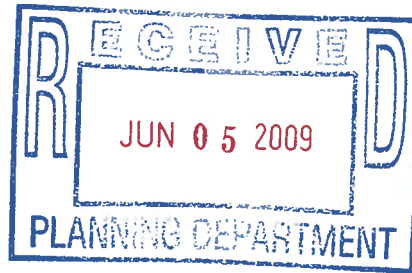
revision is reflected on the draft Proffers submitted with this application. No other changes are proposed to the approved Proffers.

## **VI. CONCLUSION**

The Applicant believes that the ZCPA to permit an increase in building height conforms to the Loudoun County Revised General Plan, and the 1972 Loudoun County Zoning Ordinance. The Applicant respectfully requests favorable consideration of the Application by the Staff, the Planning Commission, and the Board of Supervisors.

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Shane M. Murphy  
(703) 456-8055  
smurphy@cooley.com



BY HAND DELIVERY

June 4, 2009

Mike Elabarger  
Project Manager  
Loudoun County Department of Planning  
1 Harrison Street, SE, 3rd Floor  
Leesburg, VA 20177

**RE: ZCPA 2008-0006, University Center, Parcel F**

Dear Mike:

This letter includes our response to the staff review comments we have received regarding the second referral of the ZCPA application.

Enclosed please find eight copies each of the revised ZCPA Plan set, the revised proffers, and the revised Statement of Justification.

The staff review comments are addressed below. Each agency's comments are summarized (noted in *italics*) and followed by our response.

**Zoning Administration, Department of Building and Development**

1. *Label the individual parcels that make up Parcel F on Sheet 2.*

**Response:** The parcels have been labeled.

2. *Staff encourages removal of Sheets 7 and 8.*

**Response:** Sheets 7 and 8 have been removed from the package, resulting in a ZCPA Plan set with a total of 7 sheets.

3. *Staff reports that consent of the Board of Supervisors is required in order to include the right-of-way from the expected vacation of Presidential Drive.*

**Response:** The Applicant has elected to proceed only with the smaller, 19.56-acre portion of the property excluding the right-of-way from the expected vacation of Presidential Drive. The application documents have been updated to reflect that the ZCPA is intended to apply to 19.56 acres rather than the entire 21.23 acre property.

4. *Correct matchline information on Sheets 3-6.*

**Response:** The information has been corrected.

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Mike Elabarger  
June 4, 2009  
Page Two

5. *Ensure the acreage matches in the proffers, the statement of justification, and the ZCPA plan set.*

**Response:** The acreage has been corrected in all places.

6. *Delete the phrase "for University Center (the 'Original Proffers')" from lines 5 and 6 of paragraph 2.*

**Response:** The phrase has been deleted, as requested.

7. *Change the wording in paragraph 3, lines 3 and 6, from "Original Proffers" to "ZCPA 2006-0005."*

**Response:** The phrases have been amended, as requested.

8. *In proffer 1, line 1, change "the Original Proffers" to "ZCPA 2006-0005."*

**Response:** The phrase has been amended, as requested.

9. *Insert "for ZCPA 2006-0005" after the word "Plan" on proffer 1, line 3.*

**Response:** The phrase has been added, as requested. The Applicant believes the reference was intended to be for proffer 1, line 2.

10. *Insert "for ZCPA 2008-0006" after the word "Plan" on proffer 1, line 4.*

**Response:** The phrase has been added, as requested. The Applicant believes the reference was intended to be for proffer 1, line 3.

#### **Community Planning, Department of Planning**

*Staff finds the proposed application to eliminate the 60 foot building restrictions to be in harmony with the Keynote Employment policies of the Revised General Plan.*

**Response:** The Applicant acknowledges and appreciates Staff's finding that the application is consistent with the Revised General Plan.

#### **Office of Transportation Services**

The Applicant acknowledges OTS' statement that it does not object to approval of the application.

We believe this response letter, the revised ZCPA Plat, revised proffers, and the revised Statement of Justification, address the comments identified above and look forward to proceeding quickly to public hearing.

**A-22**



Mike Elabarger  
June 4, 2009  
Page Three

Please do not hesitate to contact me if you have any questions or if you require any additional information.

Very truly yours,

A handwritten signature in black ink, appearing to read "Shane M. Murphy". The signature is stylized with a large initial "S" and a long, horizontal stroke.

Shane M. Murphy

cc: Jim D'Agostino, MidAtlantic Realty Partners  
Charley McGrath, MidAtlantic Realty Partners  
Ryan David, Urban Ltd.  
Chris Tacinelli, Gorove/Slade Associates  
Colleen Gillis Snow, Cooley Godward Kronish LLP  
Ben Wales, Cooley Godward Kronish LLP

401613 v1/RE

A-23

Shane M. Murphy  
(703) 456-8055  
smurphy@cooley.com

BY HAND DELIVERY

March 20, 2009

Mike Elabarger  
Project Manager  
Loudoun County Department of Planning  
1 Harrison Street, SE, 3rd Floor  
Leesburg, VA 20177



**RE: ZCPA 2008-006, University Center, Parcel F**

Dear Mike:

This letter includes our response to the staff review comments we have received regarding the initial submission of the ZCPA application.

Enclosed please find 5 copies each of the revised ZCPA Plat, the revised proffers, and the revised Statement of Justification.

The staff review comments are addressed below. Each agency's comments are summarized (noted in *italics*) and followed by our response.

**Zoning Administration, Department of Building and Development**

1. *Correct the Statement of Justification to address the 60-foot height limitation contained in the Design and Development Guidelines for University Center.*

**Response:** The Statement of Justification has been amended to address this comment.

2. *Staff encourages inclusion of parcels H1, H2, and P in the application.*

**Response:** The Applicant does not control or have ownership interests in any of these three parcels. Thus, the Applicant prefers to proceed solely on Parcel F.

3. *Ensure the ZCPA Plat is consistent in depicting the land currently occupied by Presidential Drive.*

**Response:** The Applicant has revised the Plat to ensure that it is consistent in its depiction of Presidential Drive.

4. *Do not amend the density distribution table (note 4 on Sheets 7 and 8) on the ZCPA Plat.*

**Response:** The Applicant has eliminated all previous changes to Sheets 7 and 8 of the ZCPA Plat. Because of Staff's stated preference to revise only Sheet 9, the Maximum

Mike Elabarger  
March 20, 2009  
Page Two

Building Height Plan, sheets 7 and 8 now reflect the approvals granted earlier through ZCPA 2006-0005.

5. *Clarify the boundaries of Parcel F on Sheet 9 of the ZCPA Plat.*

**Response:** The Applicant has clarified the boundaries of Parcel F as requested, and has reflected the revised boundaries on the revised ZCPA Plat dated March 13, 2009.

6. *Review the stated land area and consult with the County Attorney regarding whether the future area to be vacated can be included in this ZCPA.*

**Response:** Per Staff's suggestion, the Applicant will continue to show the future area to be vacated, pending final review by the County Attorney's office.

7. *Clarify that the proffers approved as part of ZCPA 2006-0005 have superseded all previous proffers.*

**Response:** The Applicant has revised the proffers to clarify that ZCPA 2006-0005 supersedes all previously-approved proffers.

8. *Staff prefers not to proffer sheets 7, 8, and 10-12, since only Sheet 9 of the ZCPA Plat contains any substantive changes.*

**Response:** The Applicant concurs with Staff's comment. The Applicant is now making changes only to Sheet 9, and will make no changes to sheets 7, 8 and 10-12 of the Plat approved with ZCPA 2006-0005. The proffers have been amended accordingly.

9. *Proffer 12 requires adherence to the Design and Development Guidelines for University Center. Staff suggests altering the Guidelines with regard to the stated height for Parcel F.*

**Response:** The Applicant acknowledges the pertinent guidelines. The Applicant will work with the University Center Design Review Board to either amend the Guidelines or otherwise develop in conformance with them.

**Community Planning, Department of Planning**

*Staff finds the proposed application to eliminate the 60 foot building restrictions to be in harmony with the Keynote Employment policies of the Revised General Plan.*

**Response:** The Applicant acknowledges and appreciates Staff's finding that the application is consistent with the Revised General Plan.



Mike Elabarger  
March 20, 2009  
Page Three

*Staff recommends the Applicant acknowledge wetlands on the subject property and attempt to minimize disturbance in those areas.*

**Response:** The Applicant is cognizant of the wetlands affecting the property and has been granted a wetlands permit for any disturbance in those areas. The Applicant currently holds a general wetlands permit, Authorization Number WP4-05-2465, that is valid from December 1, 2005 and expires on November 30, 2010. A copy of the permit is attached to this response.

#### **Office of Transportation Services**

1. *Please provide estimated Trip Generation for Uses on Parcel F, and explain why will an increase in height not increase traffic generation?*

**Response:** The trip generation for uses on Parcel F has not changed from any prior approvals. The increase in height will not change the overall development density approved for Parcel F because the permitted density is not being amended with this application. The only thing that will change with this application is the permissible building height of buildings on Parcel F. For that reason, trip generation is not relevant to the changes in height proposed with this application.

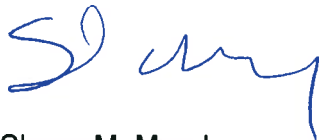
2. *What is the status of extending Riverside Parkway to the west beyond George Washington Boulevard, and where are the entrances proposed to serve Parcel F?*

**Response:** The Applicant received clarification from George Phillips at the Office of Transportation Services that this comment was intended to refer to the portion of George Washington Boulevard between Highland Vista Drive and Parcel E (and not Riverside Parkway). Accordingly, this section of George Washington Boulevard has been constructed, and is awaiting bond release.

We believe this response letter, the revised ZCPA Plat, revised proffers, and the revised Statement of Justification, address the comments identified above and look forward to proceeding quickly to public hearing.

Please do not hesitate to contact me if you have any questions or if you require any additional information.

Very truly yours,



Shane M. Murphy



Mike Elabarger  
March 20, 2009  
Page Four

cc: Jim D'Agostino, MidAtlantic Realty Partners  
Charley McGrath, MidAtlantic Realty Partners  
Ryan David, Urban Ltd.  
Chris Tacinelli, Gorove/Slade Associates  
Colleen Gillis Snow, Cooley Godward Kronish LLP  
Ben Wales, Cooley Godward Kronish LLP

396122 v1/RE

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I, Shane M. Murphy, do hereby state that I am an  
\_\_\_\_ Applicant

X Applicant's Authorized Agent listed in Section C.1. below

in Application Number(s): ZCPA 2008-0006

and that to the best of my knowledge and belief, the following information is true:

**C. DISCLOSURES: REAL PARTIES IN INTEREST AND LAND USE PROCEEDINGS**

**1. REAL PARTIES IN INTEREST**

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application\* and if any of the forgoing is a **TRUSTEE\*\*** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all AGENTS of any of the foregoing.

All relationships to the persons or entities listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together (ex. Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner, etc.) For a multiple parcel application, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

<i><b>PIN</b></i>	<i><b>NAME (First, M.I., Last)</b></i>	<i><b>ADDRESS (Street, City, State, Zip Code)</b></i>	<i><b>RELATIONSHIP (Listed in bold above)</b></i>
039-35-4802 039-35-6244	MRP/TBG Associates, LLC - James D. D'Agostino - Ryan K. Wade - Robert J. Murphy - Frederick J. Rothmeijer - Charles F. McGrath	1133 21 <sup>st</sup> Street, NW, Suite 720 Washington, DC 20036	Applicant/Owner
	Urban Engineering & Associates LLC (t/a Urban, Ltd.) - Eric S. Siegel - Ryan G. David	7712 Little River Turnpike Annandale, VA 22003	Engineers/Agents

\* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

\*\* In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

X There are additional Real Parties in Interest. See Attachment to Paragraph C-1.

I, Shane M. Murphy, do hereby state that I am an  
\_\_\_\_ Applicant

X Applicant's Authorized Agent listed in Section C.1. below

in Application Number(s): ZCPA 2008-0006

and that to the best of my knowledge and belief, the following information is true:

**C. DISCLOSURES: REAL PARTIES IN INTEREST AND LAND USE PROCEEDINGS**

**1. REAL PARTIES IN INTEREST**

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application\* and if any of the forgoing is a **TRUSTEE\*\*** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all AGENTS of any of the foregoing.

All relationships to the persons or entities listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together (ex. Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner, etc.) For a multiple parcel application, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

<b><i>PIN</i></b>	<b><i>NAME (First, M.I., Last)</i></b>	<b><i>ADDRESS (Street, City, State, Zip Code)</i></b>	<b><i>RELATIONSHIP (Listed in bold above)</i></b>
	Cooley Godward Kronish LLP - Antonio J. Calabrese - Mark C. Looney - Colleen Gillis Snow - Jill S. Parks - Brian J. Winterhalter - Shane M. Murphy - John P. Custis - Jeffrey A. Nein - Ben I. Wales - Molly M. Novotny	Reston Town Center One Freedom Square 11951 Freedom Drive Reston, VA 20190	Attorneys/Agents

\* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

\*\* In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

\_\_\_\_ There are additional Real Parties in Interest. See Attachment to Paragraph C-1.

## 2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

**Name and Address of Corporation:** (complete name, street address, city, state, zip code)

MRP/TBG, LLC, 1133 21<sup>st</sup> Street, NW, Suite 720, Washington, DC 20036

### Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

\_\_\_ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

\_\_\_ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

\_\_\_ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

### Names of Shareholders:

<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>	<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>
TBG University Center, LLC	
MRP University Center, LLC	

### Names of Officers and Directors:

<b>NAME</b> <b>(First, M.I., Last)</b>	<b>Title</b> <b>(e.g. President, Treasurer)</b>

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

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**Name and Address of Corporation:** (complete name, street address, city, state, zip code)

TBG University Center, LLC, 3455 Peachtree Road, Suite 700, Atlanta, GA 30326

### Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

\_\_\_ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

\_\_\_ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

\_\_\_ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

### Names of Shareholders:

<b>SHAREHOLDER NAME</b> (First, M.I., Last)	<b>SHAREHOLDER NAME</b> (First, M.I., Last)
Brookdale Investors Five, L.P., Sole Member	

### Names of Officers and Directors:

<b>NAME</b> (First, M.I., Last)	<b>Title</b> (e.g. President, Treasurer)

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

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**Name and Address of Corporation:** (complete name, street address, city, state, zip code)

MRP University Center, LLC, 4504 Walsh Street, Suite 250, Chevy Chase, MD 20815

### Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

\_\_\_ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

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\_\_\_ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

### Names of Shareholders:

<b>SHAREHOLDER NAME</b> (First, M.I., Last)	<b>SHAREHOLDER NAME</b> (First, M.I., Last)
PREP University Center, LLC (Investor Member)	
MidAtlantic Realty Partners University Center, LLC (Managing Member)	

### Names of Officers and Directors:

<b>NAME</b> (First, M.I., Last)	<b>Title</b> (e.g. President, Treasurer)

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.



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**Name and Address of Corporation:** (complete name, street address, city, state, zip code)

PREP University Center, LLC, 1600 Broadway, Suite 1450, Denver, CO 80202

### Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

There are more than 500 shareholders and stock is traded on a national or local stock exchange.

### Names of Shareholders:

<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>	<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>
Parkwood Corporation	
Morton L. Mandel	
Jack N. Mandel	
Joseph C. Mandel	

### Names of Officers and Directors:

<b>NAME</b> <b>(First, M.I., Last)</b>	<b>Title</b> <b>(e.g. President, Treasurer)</b>

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

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**Name and Address of Corporation:** (complete name, street address, city, state, zip code)

Parkwood Corporation, 1600 Broadway, Suite 1450, Denver, CO 80202

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X There are 100 or fewer shareholders and all shareholders are listed below.

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**Names of Shareholders:**

<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>	<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>
Morton L. Mandel	
Jack N. Mandel	
Joseph C. Mandel	

**Names of Officers and Directors:**

<b>NAME</b> <b>(First, M.I., Last)</b>	<b>Title</b> <b>(e.g. President, Treasurer)</b>

Check if applicable:

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**Name and Address of Corporation:** (complete name, street address, city, state, zip code)

MidAtlantic Realty Partners University Center, LLC, 1133 21<sup>st</sup> Street, NW, Suite 720, Washington, DC 20036

**Description of Corporation:**

X There are 100 or fewer shareholders and all shareholders are listed below.

\_\_\_ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

\_\_\_ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

\_\_\_ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

**Names of Shareholders:**

<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>	<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>
JDC University Center, LLC (Non-managing Member)	
MidAtlantic Realty Partners, LLC	
MRP UC Partners, LLC (Non-managing Member)	

**Names of Officers and Directors:**

<b>NAME</b> <b>(First, M.I., Last)</b>	<b>Title</b> <b>(e.g. President, Treasurer)</b>

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

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**Name and Address of Corporation:** (complete name, street address, city, state, zip code)

JDC University Center, LLC, 8500 Leesburg Pike, Suite 403, Vienna, VA 22182

**Description of Corporation:**

X There are 100 or fewer shareholders and all shareholders are listed below.

\_\_\_ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

\_\_\_ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

\_\_\_ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

**Names of Shareholders:**

<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>	<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>
John H. Donegon	

**Names of Officers and Directors:**

<b>NAME</b> <b>(First, M.I., Last)</b>	<b>Title</b> <b>(e.g. President, Treasurer)</b>

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

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**Name and Address of Corporation:** (complete name, street address, city, state, zip code)

MidAtlantic Realty Partners, LLC, 1133 21<sup>st</sup> Street, NW, Suite 720, Washington, DC 20036

### Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

\_\_\_ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

\_\_\_ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

\_\_\_ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

### Names of Shareholders:

<b>SHAREHOLDER NAME</b> (First, M.I., Last)	<b>SHAREHOLDER NAME</b> (First, M.I., Last)
Robert J. Murphy	
Frederick J. Rothmeijer	
J. Richard Saas	
Ryan K. Wade	

### Names of Officers and Directors:

<b>NAME</b> (First, M.I., Last)	<b>Title</b> (e.g. President, Treasurer)
Robert J. Murphy	Member
Frederick J. Rothmeijer	Member
J. Richard Saas	Member
Ryan K. Wade	Member

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

## 2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

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**Name and Address of Corporation:** (complete name, street address, city, state, zip code)

MRP U C Partners, LLC, 1133 21<sup>st</sup> Street, NW, Suite 720, Washington, DC 20036

### Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

\_\_\_ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

\_\_\_ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

\_\_\_ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

### Names of Shareholders:

<b>SHAREHOLDER NAME</b> (First, M.I., Last)	<b>SHAREHOLDER NAME</b> (First, M.I., Last)
Robert J. Murphy	
Frederick J. Rothmeijer	
J. Richard Saas	
Ryan K. Wade	
James D. D'Agostino	
Jonathan L. Lischke	

### Names of Officers and Directors:

<b>NAME</b> (First, M.I., Last)	<b>Title</b> (e.g. President, Treasurer)
Robert J. Murphy	Member
Frederick J. Rothmeijer	Member
J. Richard Saas	Member
Ryan K. Wade	Member
James D. D'Agostino	Member
Jonathan L. Lischke	Member

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

## 2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

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**Name and Address of Corporation:** (complete name, street address, city, state, zip code)

Urban Engineering & Associates, LLC (t/a Urban, Ltd.), 7712 Little River Turnpike, Annandale, VA 22003

### Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

\_\_\_ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

\_\_\_ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

\_\_\_ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

### Names of Shareholders:

<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>	<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>
Barry B. Smith	
J. Edgar Sears, Jr.	
Brian A. Sears	

### Names of Officers and Directors:

<b>NAME</b> <b>(First, M.I., Last)</b>	<b>Title</b> <b>(e.g. President, Treasurer)</b>

Check if applicable:

\_\_\_ There is additional Corporation Information. See Attachment to Paragraph C-2.

### 3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

**Partnership name and address:** (complete name, street address, city, state, zip)

Cooley Godward Kronish LLP, 11951 Freedom Drive, Suite 1500, Reston, VA 20190

X (check if applicable) The above-listed partnership has no limited partners.

**Names and titles of the Partners:**

<i><b>NAME</b></i> <i><b>(First, M.I., Last)</b></i>	<i><b>Title</b></i> <i><b>(e.g. General Partner, Limited Partner, etc)</b></i>
Gian-Michele a Marca	Partner
Jane K. Adams	Partner
Maureen P. Alger	Partner
Mazda K. Anita	Partner
Gordon C. Atkinson	Partner
Michael A. Attanasio	Partner
Jonathan P. Bach	Partner
Celia Goldwag Barenholtz	Partner
Frederick D. Baron	Partner

Check if applicable:

X Additional Partnership information attached. See Attachment to Paragraph C-3.



<i>NAME</i> (First, M.I., Last)	<i>Title</i> (e.g. General Partner, Limited Partner, etc)
James A. Beldner	Partner
Keith J. Berets	Partner
Laura A. Berezin	Partner
Russell S. Berman	Partner
Laura Grossfield Birger	Partner
Elias J. Blawie	Partner
Barbara L. Borden	Partner
Jodie M. Bourdet	Partner
Wendy J. Brenner	Partner
Matthew J. Brigham	Partner
Robert J. Brigham	Partner
John P. Brockland	Partner
James P. Brogan	Partner
Nicole C. Brookshire	Partner
Matthew D. Brown	Partner
Alfred L. Browne, III	Partner
Matthew T. Browne	Partner
Robert T. Cahill	Partner
Antonio J. Calabrese	Partner
Linda F. Callison	Partner
Roel C. Campos	Partner
William Lesse Castleberry	Partner
Lynda K. Chandler	Partner
Dennis (nmi) Childs	Partner
Ethan E. Christensen	Partner
Richard E. Climan	Partner
Samuel S. Coates	Partner
Alan S. Cohen	Partner
Thomas A. Coll	Partner
Joseph W. Conroy	Partner
Jennifer B. Coplan	Partner
Carolyn L. Craig	Partner
John W. Crittenden	Partner
Janet L. Cullum	Partner
Nathan K. Cummings	Partner
John A. Dado	Partner
Craig E. Dauchy	Partner

Check if applicable:

X Additional Partnership information attached. See Attachment to Paragraph C-3.

<i><b>NAME</b></i> <i><b>(First, M.I., Last)</b></i>	<i><b>Title</b></i> <i><b>(e.g. General Partner, Limited Partner, etc)</b></i>
Wendy (nmi) Davis	Partner
Renee R. Deming	Partner
Darren K. DeStefano	Partner
Scott D. Devereaux	Partner
Jennifer Fonner DiNucci	Partner
James J. Donato	Partner
Michelle C. Doolin	Partner
John C. Dwyer	Partner
Erik S. Edwards	Partner
Robert L. Eisenbach, III	Partner
Sonya F. Erickson	Partner
Lester J. Fagen	Partner
Brent D. Fassett	Partner
David J. Fischer	Partner
M. Wainwright Fishburn, Jr.	Partner
M. Manuel Fishman (former)	Partner
Keith A. Flaum	Partner
Daniel W. Frank	Partner
Richard H. Frank	Partner
William S. Freeman	Partner
Alison J. Freeman-Gleason	Partner
Steven L. Friedlander	Partner
Thomas J. Friel, Jr.	Partner
Koji F. Fukumura	Partner
James F. Fulton, Jr.	Partner
Philip J. Gall	Partner
William S. Galliani	Partner
Stephen D. Gardner	Partner
Jon E. Gavenman	Partner
John M. Geschke	Partner
Kathleen A. Goodhart	Partner
Lawrence C. Gottlieb	Partner
Shane L. Goudey	Partner
William E. Grauer	Partner
Jonathan G. Graves	Partner
Paul E. Gross	Partner
Kenneth L. Guernsey	Partner
Patrick P. Gunn	Partner

Check if applicable:

  X   Additional Partnership information attached. See Attachment to Paragraph C-3.

<i>NAME</i> (First, M.I., Last)	<i>Title</i> (e.g. General Partner, Limited Partner, etc)
Jeffrey M. Gutkin	Partner
Zvi (nmi) Hahn	Partner
John B. Hale	Partner
Andrew (nmi) Hartman	Partner
Bernard L. Hatcher	Partner
Matthew B. Hemington	Partner
Cathy Rae Hershcopf	Partner
John (nmi) Hession	Partner
Gordon K. Ho	Partner
Suzanne Sawochka Hooper	Partner
Mark M. Hrenya	Partner
Christopher R. Hutter	Partner
Jay R. Indyke	Partner
Craig D. Jacoby	Partner
Chrystal N. Jensen	Partner
Eric C. Jensen	Partner
Mark L. Johnson	Partner
Robert L. Jones	Partner
Barclay J. Kamb	Partner
Richard S. Kanowitz	Partner
Kimberley J. Kaplan-Gross	Partner
Jeffrey S. Karr	Partner
Scott L. Kaufman	Partner
Sally A. Kay	Partner
J. Michael Kelly	Partner
Kevin F. Kelly	Partner
Jason L. Kent	Partner
James C. Kitch	Partner
Michael J. Klisch	Partner
Michael H. Knight	Partner
Jason M. Koral	Partner
Barbara A. Kosacz	Partner
Kenneth J. Krisko	Partner
John G. Lavoie	Partner
Robin J. Lee	Partner
Natasha V. Leskovsek	Partner
Shira Nadich Levin	Partner
Alan (nmi) Levine	Partner

Check if applicable:

X Additional Partnership information attached. See Attachment to Paragraph C-3.

<i>NAME</i> (First, M.I., Last)	<i>Title</i> (e.g. General Partner, Limited Partner, etc)
Michael S. Levinson	Partner
Elizabeth L. Lewis	Partner
Michael R. Lincoln	Partner
James C. T. Linfield	Partner
David A. Lipkin	Partner
Chet F. Lipton	Partner
Cliff Z. Liu	Partner
Samuel M. Livermore	Partner
Douglas P. Lobel	Partner
J. Patrick Loofbourrow	Partner
Mark C. Looney	Partner
Robert B. Lovett	Partner
Andrew P. Lustig	Partner
Michael X. Marinelli	Partner
John T. McKenna	Partner
Bonnie Weiss McLeod	Partner
Mark A. Medearis	Partner
Daniel P. Meehan	Partner
Beatriz (nmi) Mejia	Partner
Thomas C. Meyers	Partner
Erik B. Milch	Partner
Keith A. Miller	Partner
Robert H. Miller	Partner
Chadwick L. Mills	Partner
Brian E. Mitchell	Partner
Patrick J. Mitchell	Partner
Ann M. Mooney	Partner
Gary H. Moore	Partner
Timothy J. Moore	Partner
Webb B. Morrow, III	Partner
Kevin P. Mullen	Partner
Frederick T. Muto	Partner
Ryan (nmi) Naftulin	Partner
Stephen C. Neal	Partner
James E. Nesland	Partner
Alison (nmi) Newman	Partner
William H. O'Brien	Partner
Thomas D. O'Connor	Partner

Check if applicable:

X Additional Partnership information attached. See Attachment to Paragraph C-3.

<i>NAME</i> ( <i>First, M.I., Last</i> )	<i>Title</i> ( <i>e.g. General Partner, Limited Partner, etc</i> )
Ian (Nmi) O'Donnell	Partner
Vincent P. Pangrazio	Partner
Timothy G. Patterson	Partner
Amy E. Payne	Partner
Anne H. Peck	Partner
D. Bradley Peck	Partner
Susan Cooper Philpot	Partner
Benjamin D. Pierson	Partner
Frank V. Pietrantonio	Partner
Mark B. Pitchford	Partner
Michael L. Platt	Partner
Christian E. Plaza	Partner
Lori R.E. Ploeger	Partner
Thomas F. Poche	Partner
Anna B. Pope	Partner
Marya A. Postner	Partner
Steve M. Przesmicki	Partner
Seth A. Rafkin	Partner
Frank F. Rahmani	Partner
Marc (nmi) Recht	Partner
Thomas Z. Reicher	Partner
Eric M. Reifschneider	Partner
Michael G. Rhodes	Partner
Michelle S. Rhyu	Partner
John W. Robertson	Partner
Julie M. Robinson	Partner
Ricardo (nmi) Rodriguez	Partner
Adam C. Rogoff (former)	Partner
Jane (nmi) Ross	Partner
Richard S. Rothberg	Partner
Adam J. Ruttenberg	Partner
Adam (nmi) Salassi	Partner
Thomas R. Salley III	Partner
Richard S. Sanders	Partner
Glen Y. Sato	Partner
Martin S. Schenker	Partner
Joseph A. Scherer	Partner
Paul H. Schwartz (former)	Partner

Check if applicable:

  X   Additional Partnership information attached. See Attachment to Paragraph C-3.

<i>NAME</i> (First, M.I., Last)	<i>Title</i> (e.g. General Partner, Limited Partner, etc)
Renee (nmi) Schwartz	Partner
William J. Schwartz	Partner
John H. Sellers	Partner
Brent B. Siler	Partner
Gregory A. Smith	Partner
Whitty (nmi) Somvichian	Partner
Mark D. Spoto	Partner
Wayne O. Stacy	Partner
Neal J. Stephens	Partner
Donald K. Stern	Partner
Michael D. Stern	Partner
Anthony M. Stiegler	Partner
Steven M. Strauss	Partner
Myron G. Sugarman	Partner
Christopher J. Sundermeier	Partner
Ronald R. Sussman	Partner
C. Scott Talbot	Partner
Mark P. Tanoury	Partner
Philip C. Tencer	Partner
Gregory C. Tenhoff	Partner
Michael E. Tenta	Partner
Timothy S. Teter	Partner
John H. Toole	Partner
Robert J. Tosti	Partner
Michael S. Tuscan	Partner
Edward Van Geison	Partner
Miguel J. Vega	Partner
Erich E. Veitenheimer, III	Partner
Aaron J. Velli	Partner
Robert R. Vieth	Partner
Lois K. Voelz	Partner
Craig A. Waldman	Partner
Kent M. Walker	Partner
David A. Walsh	Partner
David M. Warren	Partner
Mark B. Weeks	Partner
Steven K. Weinberg	Partner
Thomas S. Welk	Partner

Check if applicable:

☒ Additional Partnership information attached. See Attachment to Paragraph C-3.

<i><b>NAME</b></i> <i><b>(First, M.I., Last)</b></i>	<i><b>Title</b></i> <i><b>(e.g. General Partner, Limited Partner, etc)</b></i>
Christopher A. Westover	Partner
Francis R. Wheeler	Partner
Brett D. White	Partner
Peter J. Willsey	Partner
Mark (nmi) Windfeld-Hansen	Partner
Nancy H. Wojtas	Partner
Jessica R. Wolff	Partner
Nan (nmi) Wu	Partner
Mavis L. Yee	Partner
Kevin J. Zimmer	Partner
<b>Additions:</b>	
Connie N. Bertram	Partner
Kristen D. Kercher	Partner

Check if applicable:

☐ Additional Partnership information attached. See Attachment to Paragraph C-3.

### 3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

**Partnership name and address:** (complete name, street address, city, state, zip)

Brookdale Investors Five, L.P. c/o The Brookdale Group, 3455 Peachtree Road, Suite 700, Atlanta, GA 30326

X (check if applicable) The above-listed partnership has no limited partners.

**Names and titles of the Partners:**

<i>NAME</i> (First, M.I., Last)	<i>Title</i> (e.g. General Partner, Limited Partner, etc)
Brookdale Partners V, LLC, General Partner [owns less than 1% of MRP/TBG Associates LLC]	There are in excess of 20 limited partners of Brookdale Investors Five, L.P.; however, the only limited partners that own more than 1% of MRP/TBG Associates are the Yale University Endowment Fund, University of Michigan Endowment Fund, and the Duke University Endowment Fund. [These not-for-profit Endowment Funds are used for improvements to the universities and have no relation to MRP/TBG Associates LLC]
C. L. Davidson, III	
Fred H. Henritze	

Check if applicable:

X Additional Partnership information attached. See Attachment to Paragraph C-3.



#### 4. ADDITIONAL INFORMATION

- a. One of the following options **must** be checked:

☐ In addition to the names listed in paragraphs C. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

☒ Other than the names listed in C. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

☐ Additional information attached. *See Attachment to Paragraph C-4(a).*

- b. That no member of the Loudoun County Board of Supervisors, Planning Commission, Board of Zoning Appeals or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land, or as beneficiary of a trust owning such land.

**EXCEPT AS FOLLOWS: (If none, so state).**

**None.**

Check if applicable:

☐ Additional information attached. *See Attachment to Paragraph C-4(b).*

- c. That within the twelve-month period prior to the public hearing for this application, no member of the Loudoun County Board of Supervisors, Board of Zoning Appeals, or Planning Commission or any member of his immediate household, either individually, or by way of partnership in which any of them is a partner, employee, agent or attorney, or through a partner of any of them, or through a corporation (as defined in the Instructions at Paragraph B.3) in which any of them is an officer, director, employee, agent or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has or has had any business or financial relationship (other than any ordinary customer or depositor relationship with a retail establishment, public utility, or bank), including receipt of any gift or donation having a value of \$100 or more, singularly or in the aggregate, with or from any of those persons or entities listed above.

**EXCEPT AS FOLLOWS: (If none, so state).**

**None.**

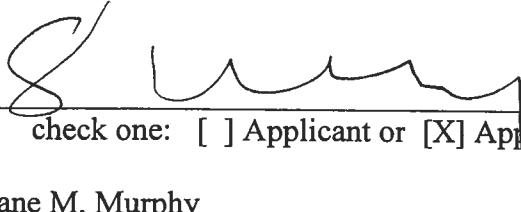
Check if applicable:

☐ Additional information attached. *See Attachment to Paragraph C-4(c).*

**D. COMPLETENESS**

That the information contained in this affidavit is complete, that all partnerships, corporations (as defined in Instructions, Paragraph B.3), and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, OR LESSEE of the land have been listed and broken down, and that prior to each hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including any gifts or business or financial relationships of the type described in Section C above, that arise or occur on or after the date of this Application.

WITNESS the following signature:



check one: [ ] Applicant or [X] Applicant's Authorized Agent

Shane M. Murphy

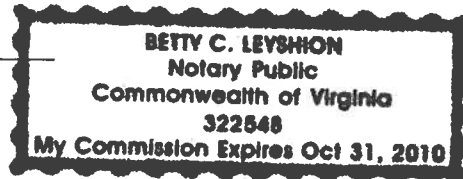
(Type or print first name, middle initial and last name and title of signee)

Subscribed and sworn before me this 16<sup>th</sup> day of June 2009, in  
the ~~State~~ Commonwealth of Virginia, in the County/City of Fairfax.



Notary Public

My Commission Expires: Oct 31, 2010



**Important! The adopted Affidavit and Reaffirmation of Affidavit forms shall not be altered or modified in any way. Any form that is altered or modified in any way will not be accepted.**

**REAFFIRMATION OF AFFIDAVIT**

In reference to the Affidavit dated 1/22/2009 for the Application of  
(enter date of affidavit)

MRP/TBG Associates, LLC

(enter name(s) of Applicant(s))

in Application Number(s): ZCPA 2008-0006

(enter Application number(s))

I, Shane M. Murphy, do hereby state that I am an

(check one)      Applicant (must be listed in Paragraph C of the above-described affidavit)

  X   Applicant's Authorized Agent (must be listed in Paragraph C of the above-described affidavit)

and that to the best of my knowledge and belief, the following information is true:

(check one)

     I have reviewed the above-described affidavit, and the information contained therein is true and complete as of \_\_\_\_\_ (today's date); or

  X   I have reviewed the above-described affidavit, and I am submitting a new affidavit which includes changes, deletions or supplemental information to those paragraphs of the above-described affidavit indicated below:

(Check if applicable)

  X   Paragraph C-1

     Paragraph C-2

  X   Paragraph C-3

     Paragraph C-4(a)

     Paragraph C-4(b)

     Paragraph C-4(c)

WITNESS the following signature: Shane M. Murphy

(check one)

     Applicant

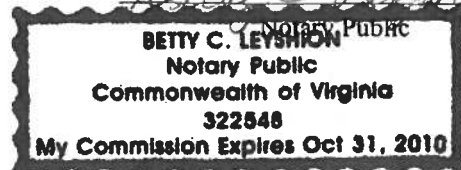
  X   Applicant's Authorized Agent

Shane M. Murphy

(Type or print first name, middle initial, last name and title of signee)

Subscribed and sworn to before me this 16<sup>th</sup> day of June, 2009,  
in the State/Commonwealth of Virginia, County/City of Fairfax.

My Commission expires: Oct 31, 2010



**PROFFER STATEMENT  
PARCEL F, UNIVERSITY CENTER  
ZONING CONCEPT PLAN AMENDMENT  
ZCPA 2008-0006**

**December 4, 2008  
Revised March 20, 2009  
Revised June 4, 2009  
Revised June 29, 2009**

This application is filed pursuant to Section 15.2-2303 of the Code of Virginia (1950, as amended), and the 1972 Loudoun County Zoning Ordinance (the "Zoning Ordinance"). MRP/TBG Associates, LLC ("Owner") is the owner of Parcel F, a 19.56-acre tract of land more particularly described as Tax Maps 63E ((20)) Parcel A (MCPI # 039-35-6244) and Parcel B (MCPI # 039-35-4802) (together, the "ZCPA Property").

The ZCPA Property is zoned PD-RDP under the Zoning Ordinance and is subject to the proffers associated with ZCPA 2006-0005 (which superseded the proffers associated with ZMAP 86-29, approved November 7, 1988; ZMAP 1992-0004 and ZCPA 1992-0009, approved January 6, 1993; ZMAP 1993-0001, approved August 4, 1993; ZCPA 1993-0004, approved May 4, 1994; and ZCPA 2000-0009, approved December 2, 2002). The Owner, on behalf of itself and its successors in interest, hereby voluntarily proffers that the ZCPA Property shall be developed in substantial conformance with the proffers set forth below. Exhibits referenced are attached and incorporated by reference.

These proffers amend only those proffers specifically referenced below and apply only to those portions of University Center subject to this ZCPA 2008-0006. All other proffers associated with ZCPA 2006-0005 shall remain in full force and effect, except as specifically amended or supplemented in this proffer statement. All proffers made herein are contingent upon the approval of this ZCPA 2008-0006. All terms capitalized but not defined herein shall have the definitions assigned to such terms in ZCPA 2006-0005.

1. CONCEPT DEVELOPMENT PLAN (CDP)

Proffer 1 of ZCPA 2006-0005 is hereby replaced with the following:

"Development of the ZCPA Property shall be in substantial conformance with Sheets 7, 8, 10, 11, and 12 of the Concept Development Plan for ZCPA 2006-0005, prepared by Dewberry & Davis LLC dated April 2006, as revised through April 14, 2008 (the "CDP for ZCPA 2006-0005"); and Sheet 7 of 7, Maximum Building Height Plan, revised 6/10/09, of the plan set entitled "University Center ZCPA 2008-0006," prepared by Urban, Ltd. dated September 2008, as revised through June 10, 2009 (the "CDP for ZCPA 2008-0006"). Development of the Property shall be limited to the Phase I Development Plan levels, as shown on Sheet 8 of the CDP for ZCPA 2006-0005, so long as the Presidential Drive intersection with Route 7 remains open for use by vehicular traffic. Development of the ZCPA Property to the Ultimate

Development Plan levels, as shown on Sheet 7 of the CDP for ZCPA 2006-0005, shall be permitted once the grade-separated interchange between Route 7 and Loudoun County Parkway is open for use by vehicular traffic and the Presidential Drive/Route 7 intersection has been closed.”

2. BINDING EFFECTS

The undersigned Owner warrants that it owns all interests in the ZCPA Property; that the undersigned has full authority to bind the ZCPA Property to these conditions; that no signature from any third party is necessary for these Proffers to be binding and enforceable in accordance with their terms; that the undersigned is fully authorized to sign these Proffers on behalf of the Owner; and that these Proffers are entered into voluntarily.

MRP/TBG ASSOCIATES, LLC  
a Georgia Limited Liability Company

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

STATE OF:

COUNTY OF: \_\_\_\_\_, to wit:

I, the undersigned Notary Public, in and for the jurisdiction aforesaid, do hereby certify that \_\_\_\_\_ as \_\_\_\_\_ of MRP/TBG Associates, LLC, a Georgia limited liability company, whose name is signed to the foregoing instrument, appeared before me and personally acknowledged the same in my jurisdiction aforesaid.

GIVEN under my hand and seal this \_\_\_\_ day of \_\_\_\_\_, 2009.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_